

## **EXHIBIT 22**

10  
As filed with the Securities and Exchange Commission on July 17, 1995  
Registration No. 33-93296



95 15 3888

**SECURITIES AND EXCHANGE COMMISSION****Washington, D.C. 20549****AMENDMENT NO. 1  
TO****EXECUTED COPY****Form S-4****REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933****McAfee Associates, Inc.***(Exact name of registrant as specified in its charter)***Delaware***(State or other jurisdiction  
of incorporation or organization)***7372***(Primary Standard Industrial  
Classification Code No.)***77-0316593***(I.R.S. Employer  
Identification Number)***2710 Walsh Avenue, Santa Clara, California 95051 (408) 988-3832***(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

William L. Larson  
Chief Executive Officer  
McAfee Associates, Inc.  
2710 Walsh Avenue  
Santa Clara, California 95051  
(408) 988-3832

*(Name, address, including zip code, and telephone number, including area code, of agent for service)**Copies to:*

Carla S. Newell, Esq.  
Dianne B. Salesin, Esq.  
Cheryl K. House, Esq.  
GRAY CARY WARE & FREIDENRICH  
A PROFESSIONAL CORPORATION  
400 Hamilton Avenue  
Palo Alto, California 94301  
(415) 328-6561

Lawrence D. Ginsburg, Esq.  
LITTLE, PEDERSEN, FANKHAUSER & COX, L.L.P.  
901 Main Street, Suite 5050  
Dallas, Texas 75202  
(214) 573-2300

RECD S.E.C.

JUL 18 1995

013

*Approximate date of commencement of proposed sale to the public:*

As soon as practicable after this Registration Statement becomes effective and certain other conditions under the Merger Agreement are met or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

10  
PROCESSED BY  
261-212-1  
JUL 18 1995

### Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information, as of May 31, 1995, with respect to the beneficial ownership of McAfee's Common Stock by (i) all persons known by McAfee to be the beneficial owners of more than 5% of the outstanding Common Stock of McAfee, (ii) each director, (iii) the Chief Executive Officer and the three other executive officers of McAfee as of December 31, 1994 whose total salary and bonus for the year ended December 31, 1994 exceeded \$100,000, as well as two former officers who would otherwise have been included in the table but for their terminations prior to December 31, 1994, and (iv) all executive officers and directors of McAfee as a group.

<u>Name and Address of Beneficial Owners</u>	Shares Owned(1)	
	Number of Shares	Percentage of Class
Summit Partners(2) . . . . .	1,011,550	8.5%
One Boston Place Boston, MA 02108		
TA Associates(3) . . . . .	1,134,569	9.5
125 High Street Boston, MA 02110		
Essex Investment Management Company(4) . . . . .	876,805	7.4
125 High Street, 29th Floor Boston, MA 02110		
The Kaufmann Fund, Inc.(5) . . . . .	585,000	4.9
140 E. 45th Street, 43rd Floor New York, NY 10017		
Jeffrey T. Chambers(6) . . . . .	2,023	*
Edwin L. Harper(7) . . . . .	10,000	*
Walter G. Kortschak(8) . . . . .	1,011,550	8.5
William L. Larson(7) . . . . .	166,250	1.4
Robert S. Chapplear(7) . . . . .	31,875	*
Kristen A. Olson(9) . . . . .	0	*
Robert J. Schwei(7) . . . . .	32,291	*
John D. McAfee(10) . . . . .	117,500	*
Executive officers and directors as a group (11 persons)(11) . . . . .	2,504,035	20.6
<i>Former Executive Officers:</i>		
J. Daniel McCammon(12) . . . . .	0	*
Gregory Gianforte(13) . . . . .	0	*

\* Less than 1%

- (1) Except as indicated in the footnotes to this table, McAfee believes that the persons named in the table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them, subject to community property laws, where applicable.
- (2) Represents 1,000,039 shares held of record by Summit Ventures II, L.P. and 11,511 shares held of record by Summit Investors, L.P., all of which are part of an affiliated group of investment partnerships referred to, collectively, as Summit Partners. The general partner of Summit Ventures II, L.P. is Summit Partners II, L.P., of which Stamps, Woodsum & Co. II, a general partnership, is the general partner. The individual general partners of Stamps, Woodsum & Co. II are E. Roe Stamps IV, Stephen G. Woodsum, Ernest K. Jacquet, Bruce R. Evans, Gregory M. Avis, Martin J. Mannion, John A. Genest, Thomas S. Roberts and Walter G. Kortschak (who is a director of McAfee). In such capacities, such individual general partners may be deemed to share voting and investment power with respect to the 1,000,039 shares held of record by Summit Ventures II, L.P., although they each disclaim such beneficial ownership, except to the extent of their respective pecuniary interests therein.

Messrs. Avis, Mannion and Genest are also the individual general partners of Summit Investors, L.P., and in such capacity may be deemed to share voting and investment power with respect to the 11,511 shares held of record by this partnership, although they each disclaim beneficial ownership of such shares, except to the extent of their respective pecuniary interests therein. See footnote 8 below.

- (3) Represents 374,222 shares held of record by Advent VII L.P., 520,528 shares held of record by Advent VI L.P., 95,575 shares held of record by Advent Atlantic & Pacific II L.P., 89,472 shares held of record by Advent New York L.P., 41,351 shares held of record by Advent Industrial II L.P., and 13,421 shares held of record by TA Venture Investors, L.P., all of which are part of an affiliated group of investment partnerships referred to, collectively, as TA Associates. The general partner of Advent VII L.P. is TA Associates VII, L.P. The general partner of each of Advent VI L.P., Advent New York L.P. and Advent Industrial II L.P. is TA Associates VI L.P. The general partner of Advent Atlantic & Pacific II L.P. is TA Associates AAP II Partners, L.P. The general partner of each of TA Associates VII, L.P., TA Associates VI, L.P. and TA Associates AAP II Partners, L.P. is TA Associates, Inc. In such capacity, TA Associates, Inc. exercises voting and investment power with respect to all of the shares of record held by affiliates of TA Associates, with the exception of those shares held by TA Venture Investors, L.P. Principals and employees of TA Associates, Inc. (including Mr. Chambers, a director of McAfee and of TA Associates, Inc.) comprise the general partners of TA Venture Investors, L.P. In such capacity, Mr. Chambers may be deemed to share voting and investment power with respect to the 13,421 shares held of record by TA Venture Investors, L.P. Mr. Chambers disclaims beneficial ownership of such shares, except to the extent of the 2,023 shares as to which he holds a pecuniary interest. See footnote 6 below.
- (4) According to a Schedule 13G filed with the Securities and Exchange Commission (the "Commission") on April 12, 1995, Essex has the sole power to vote or direct the vote of 429,650 of these shares, and sole power to dispose or direct the disposition of all 876,805 shares.
- (5) According to a Schedule 13G filed with the Commission on January 12, 1995.
- (6) Mr. Chambers, a director of McAfee, is a general partner of TA Venture Investors, L.P. and beneficially owns 2,023 shares of the Common Stock owned by TA Venture Investors, L.P. Mr. Chambers disclaims beneficial ownership of all other shares beneficially owned by TA Associates. The 2,023 shares indicated as beneficially owned by Mr. Chambers are also included in those shown for TA Associates. See footnote 3 above.
- (7) Represents shares subject to stock options that are currently exercisable or will become exercisable within 60 days of May 31, 1995.
- (8) Includes the shares described in footnote 2 above.
- (9) Ms. Olson ceased to be an executive officer of McAfee on January 15, 1995.
- (10) Does not include 367,755 shares held by The J&J Trust, dated May 10, 1993, of which Mr. McAfee is a beneficiary. Mr. McAfee does not currently have voting or investment power with respect to the shares held by the trust, although he was temporarily appointed a co-trustee from September 9, 1994 to December 8, 1994. Mr. McAfee resigned as a director of McAfee on June 14, 1995.
- (11) Includes shares described in footnotes 2 and 3 above owned by affiliates of certain of McAfee's directors, 240,416 shares subject to stock options that are currently exercisable or will become exercisable within 60 days of May 31, 1995. Does not include shares held by Mr. McCammon, Mr. Gianforte or Ms. Olson or shares described in footnote 10 above held by a trust of which Mr. McAfee is a beneficiary. Number of persons does not include Mr. McCammon, Mr. Gianforte or Ms. Olson.
- (12) Mr. McCammon ceased to be an executive officer of McAfee on October 31, 1994.
- (13) Mr. Gianforte ceased to be an executive officer of McAfee on October 1, 1994.